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JOHN V. BELL, CLERK
SECRETARY OF STATE
KENTUCKY

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ARTICLES OF INCORPORATION
OF

BRYCC HOUSE, INC.

We, the undersigned, having associated for the purpose of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes (KRS), hereby by certify as follows:

ARTICLE I

WMA
INC.

The name of the Corporation shall be the BRYCC HOUSE, Bardstown Road Youth Cultural Center.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

Principal office

2408 Ashwood Dr.
WMA

The address of the registered office of the Corporation is ~~1012 E. 10th St.~~, Louisville, KY. 40205. The name of the initial registered agent located at such address is: ~~Bill Allison~~

BILL ALLISON

ARTICLE IV

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501 c (4) of the Internal Revenue code of 1954 (or corresponding provisions of any later Federal tax laws), including for such purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the corporation and permitted for an organization exempt under said Section 501 c (4).

The purposes of the Corporation shall be more specifically stated as follows: to promote creative expression, independent learning, community awareness and youth empowerment.

ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for, non-profit purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VI

In carrying out the Corporate purposes described in Article IV, the Corporation shall have all the powers granted by the laws of the Commonwealth of Kentucky, including in particular those listed in KRS 273.171, except as follows and as otherwise stated in these Articles.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 c (4) of the Internal Revenue code of 1954, or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

The name and address of the incorporator is:

Bill Allison
2408 Ashwood Drive
Louisville, KY. 40205

ARTICLE VIII

The initial Board of Directors shall consist of no more than fifteen (15) Directors. The names and addresses of the members of the initial Board of Directors are:

Liz Palmer
1576 Bardstown Road
Louisville, KY. 40205

Jamie Miller
1576 Bardstown Road
Louisville, KY. 40205

Susan Burton
2141 Gladstone Ave
Louisville, KY. 40205

Fausta Satterlea
4215 Buxton Drive
Louisville, KY. 40218

Robert Bell Jr.
1576 Bardstown Road
Louisville, KY. 40205

Sheila Tasman
1816 Kline Ct.
Louisville, KY. 40205

Dan Rudyk
1511 Edgewood Place
Louisville, KY. 40205

Karen Cassidy
1804 Princeton Drive
Louisville, KY. 40205

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

ARTICLE X

The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation. The Corporation may make any indemnification permitted by law as authorized by its Articles of Incorporation, its By-Laws, or by a resolution adopted by the Corporation's Board of Directors.

Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his/her duties as a director unless such act, omission or breach:

- 1) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the corporation;
- 2) was not in good faith or involved or involves intentional misconduct on the part of the director;
- 3) was known by the director to be a violation of law; or
- 4) resulted in an improper personal benefit to the director.

ARTICLE XI

Any director or former director or officer of the Corporation, may be indemnified by the Corporation against any expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which she/he made a part by reason of being or having been such director or officer, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XII

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the corporation exclusively for the purposes of the Corporation, in which manner, or to such organizations organized and operated exclusively for the promotion of social welfare as shall the time qualify as an exempt organization under Section 501 c (4) or 501 c (3) of the Internal Revenue Code (or corresponding provisions of any later federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of the the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XIII

Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263 (2).

IN TESTIMONY WHEREOF, witness the signature of the Incorporator of this Corporation, this 4th day of June 1999.


Bill Allison

COMMONWEALTH OF KENTUCKY)

COUNTY OF JEFFERSON)

Before me, the undersigned authority, personally appeared Bill Allison and being first duly sworn, acknowledged that he was the Incorporator of the aforementioned corporation, and that he signed the foregoing Articles of Incorporation as his free act and deed.

Witness my signature and seal of office this 4th day of June 1999.

My commission Expires: 10-31-99

Don Russell

NOTARY PUBLIC

STATE AT LARGE, KENTUCKY